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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CARUSO GLYNN, LLC

Plaintiff/Counterclaim Defendant,

-Against-

SAI TRUST and ROBERT MEMBRENO,
Individually and as Trustee for SAI TRUST,

Defendants/Counterclaim Plaintiffs.

Civil Action No.: 7:11-cv-4360
(VB)
ECF CASE

**DECLARATION OF JOHN J.
SULLIVAN, ESQ.**

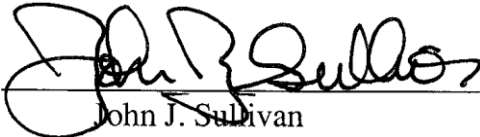
I, John J. Sullivan, Esq., an attorney duly admitted to practice before this Honorable Court, declare under penalty of perjury as follows:

1. I am a member of the firm of Hill Rivkins LLP, attorneys for Defendants/Counterclaim Plaintiffs in this action, SAI TRUST and ROBERT MEMBREÑO, and am fully familiar with this matter. I submit this Declaration in opposition to the motion of the Plaintiff/Counterclaim Defendant, CARUSO GLYNN, LLC, to amend its complaint.
2. The chronology set out in the moving Plaintiff's Declaration and Memorandum of Law is accurate.
3. However, for the reasons set forth in the papers of the Defendant in support of their motion for summary judgment and in opposition to the Plaintiff's summary judgment

motion, the proposed amendment would be futile. Forman v. Davis, 371 U.S. 178, 182 (1962); Anderson News, L.L.C. v. American Media, Inc., 680 F.3d 162, 185 (2d Cir. 2012); Ricciuti v. N.Y.C. Transit Auth., 941 F.2d 119, 123 (2d Cir. 1991). Accordingly, the Court should properly exercise its discretion to deny the proposed amendment.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 22, 2013
New York, New York

By: _____
John J. Sullivan